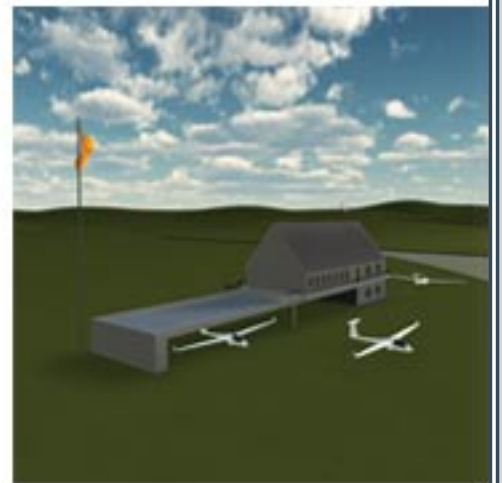
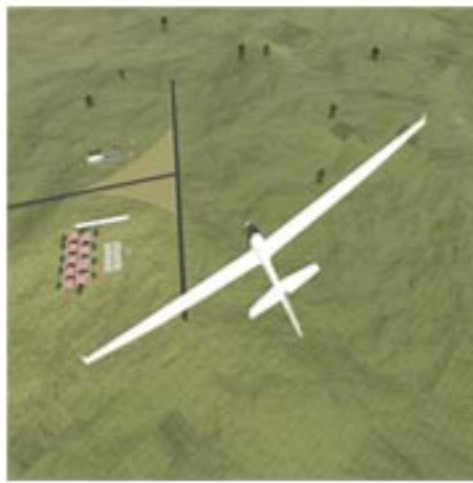


California Sky Ranch

MEMBER-OWNED GLIDERPORT



*Your Investment in Northern California's
Soaring Future*





VISION

For the past twenty years, Rex Mayes has had a dream to build Northern California's premiere member owned soaring facility. Now this dream is becoming a reality. The California Sky Ranch gliderport will not only provide easy access to great soaring, but will have comfortable amenities that provide a home away from home for those who share his passion of the sport. Rex's dream was born out of a desire to foster soaring for generations to come, and with development encroaching upon the Williams facility, the time is ripe for this vision to come true.

An agreement has been negotiated to purchase eighty acres, perfectly situated at the base of the coastal range, within easy access to the mountains of Mendocino to the north, and the Blue Ridge Mountains to the south. A short tow or winch launch, can quickly put you on the 2500' elevation Cortina Ridge. California Sky Ranch will be easily accessible from Sacramento and the Bay Area, the location is only a few minutes from I-5 via highway 20.



California Sky Ranch will include wind-favoring sealed asphalt cross runways, and an airport layout designed for efficient and safe glider operation. California Sky Ranch members will enjoy an European style glider club facilities, including:

- Glider hangars and indoor glider trailer parking
- Private chalets and an RV campground with hook-ups
- A clubhouse with dining and bar facilities for after flying socializing
- An observation deck on the clubhouse upper level
- A large comfortable hall for pilot briefings, seminars and social events
- Private offices for instruction and administration
- Retail store space for pilot supplies, equipment, books and apparel

California Sky Ranch will be owned and operated by a group of soaring enthusiasts interested in establishing a high quality, comfortable, safe, accessible and affordable venue for enjoyment of the sport of soaring.

There will be two types of membership participation available in California Sky Ranch; owner membership or associate membership. Advantages range from part ownership of the physical land and assets to discounted hangar storage, chalet use, RV parking, and first rights to the one acre land parcels ideal for custom hangars.

The first step to make this world-class soaring center a reality is to raise funds and purchase the land. More importantly, this is your opportunity to share and invest in the continued popularity and future of soaring in Northern California.



AMENITIES



CLUB HOUSE

- Pilot Briefing Area
- Kitchen & Dining
- Observation Deck
- Bathrooms/Showers
- Private Briefing Rooms
- Dispatch Area
- Laundry
- Retail Store



CHALETS

- Generous Living Area
- One or Two Bedrooms
- Bathroom
- Patio
- Parking Area



HANGERS

- Hanger assembled gliders
- Easy to open doors
- Indoor trailer parking to protect your investment
- Equipment Storage



RV PARK

- Full Hookups
- Water
- Electrical
- Waste Water
- Internet



*Photos shown are of Omarama and other conceptual ideas



OWNER MEMBERS

- Owner members will own a percentage of the real property and improvements.
- Owner members will share in receipts realized from membership fees, lease of hangars, chalets and RV campground and lease of airfield to fixed base operator.
- Owner members will share the expenses incurred by the development, maintenance, taxes and operation of the entire property. From time to time owner members may be assessed for expenses exceeded by income as determined by a board of five directors elected by the owner members.
- It is not implied that ownership is profit driven scenario.
- Owner members may choose from 5 levels of ownership and receive owner membership benefits commensurate to the number of units purchased.
- There are 2500 units in the initial offering at a \$1,000 per unit cost.

BRONZE LEVEL 5 UNITS	Access to basic services and club house privileges.
SILVER LEVEL 10 UNITS	Access to basic services and club house privileges. 50% Discount on glider trailer storage and RV parking.
GOLD LEVEL 25 UNITS	Access to basic services and club house privileges. Glider trailer storage and RV parking no fee. 50% Discount on glider hangar storage. 50% Discounted chalet use fees.
PLATINUM LEVEL 50 UNITS	Access to basic services and club house privileges. Glider trailer storage and RV parking no fee. Glider hangar storage. No fee Chalet use. No fee.
DIAMOND LEVEL 100 UNITS	Access to basic services and club house privileges. Glider trailer storage and RV parking no fee. Glider hangar storage. No fee Chalet use. No fee. Private hangar development rights to 1 acre lot. Private Chalet development rights on certain chalet sites.



ASSOCIATE MEMBERS

Associate members will enjoy the atmosphere and services of California Sky Ranch without the benefit of ownership. This membership is meant to be affordable yet deliver a value unequalled in the soaring community. The associate dues will be used to offset the expenses of the property and building maintenance.

There are 4 levels of associate membership designed for different levels of property usage. The membership will be paid annually to California Sky Ranch LLC.

BUZZARD	Visitor member up to a maximum of 5 visits. Access to basic services and club house privileges. Member fee \$20/ day
HAWK	Full member Access to basic services and club house privileges. Initial fee \$250 Monthly membership dues \$20.00
FALCON	Full member Access to basic services and club house privileges 50% discounts on RV, indoor trailer storage and Chalet use fees. Initial fee \$500 Monthly membership dues \$40/ month
STARLING	Family member Access to same service as related full member. Must be immediate family member of a full member. Initial fee \$100 monthly dues \$10.

ORGANIZING MEMBER

This project is Rex Mayes' vision and he has invested considerable time over many years exploring opportunities for this project. Rex will be the sole Organizing Member and will serve, at the pleasure of the Board of Directors, as the General Manager of California Sky Ranch LLC. Rex will be responsible for handling all negotiations, entitlements, permit applications and overseeing the construction of this project. For his efforts, he will receive a one time organizing share of 500 units of California Sky Ranch LLC. In addition Vacaville Aero Services Inc. DBA Williams Soaring Center, owned and operated by Rex and Noelle Mayes and family, will have first and exclusive rights to a 25 year lease to operate the glider flight school and tow plane operation on this property. This arrangement makes possible the continued dedication and professional service that Rex, Noelle and their staff have provided to Soaring for the last 15 years.



CAPITAL BUDGET

CONSTRUCTION BUDGET

Land Acquisition: 80 acres.....	\$320,000.00
Runway, ramp and driveway improvements.....	\$450,000.00
Club house/ operations office and hangar.....	\$450,000.00
9-600 sq. ft. Chalets Bed, bath and living room.....	\$270,000.00
3-15,000 sq. ft. glider storage hangars.....	\$600,000.00
Permits, legal fees, entitlement fees.....	\$ 50,000.00
Water well, utilities.....	\$ 75,000.00
Contingency.....	\$100,000.00
Total.....	\$2,315,000.00

CAPITALIZATION

Owner Member units 2500.....	\$2,500,000.00
Associate Membership fees.....	\$ 25,000.00

OPERATING BUDGET

ANNUAL INCOME

Member Dues.....	\$20,000.00
Lease from operator.....	\$25,000.00
Rental fees from Hangar space.....	\$30,000.00
Rental fees from indoor trailer parking.....	\$15,000.00
Chalet use fees.....	\$20,000.00
Total.....	\$110,000.00

ANNUAL EXPENSES

TAXES.....	\$25,000.00
Runway and hangar capital improvement and repair.....	\$30,000.00
Utilities.....	\$ 6,000.00
Airport liability Insurance	\$ 5,000.00
Total.....	\$66,000.00
Net.....	\$44,000.00

Estimated return on investment: \$44,000.00 / 3000 shares = \$14.67 per share



PROGRESS TO DATE

- The vision has come together into this very real and viable project Owner members will own a percentage of the real property and improvements.
- A verbal commitment from the property owner to sell 80+ acres configured to suit an airport with minimal land acquisition.
- A verbal commitment and sales agreement on price and terms.
- A land use approval application is being filed is not implied that ownership is profit driven scenario.
- Several engineers have surveyed the property and all have concurred with the viability of the project in regards to location and construction.

PROJECT TIMELINE

2008

October	Submit land use application to Colusa County
October-December	Accept financial commitment from prospective members
December	Provided adequate financial commitment, form LLC

2009

January-February	Receive Conditional use permit from Colusa County
February	Cal Trans department of aeronautics airport application
February	Apply for a lot line adjustment
March	Commence sale of units of California Sky Ranch LLC
March	Close escrow and purchase land
April	(weather permitting) grade access road, runway surfaces, ramp surfaces, hangar, clubhouse and chalet site pads
May	Build property boundary fences
May	Begin construction of operations building, hangars and chalets
May	Surface runways and ramps
June	Begin limited glider operations
October	Grand opening and Oktoberfest



Your Investment in Northern California's Soaring Future



YOUR SUPPORT

This is a large and ambitious project. Many people in the soaring community have known me for twenty years or more. You have supported me and helped me keep my dream and passion for providing my services in a unique style alive. You have seen Noelle and I build something special in the Williams Soaring Center. I am asking now for your continued faith and support by coming together with others to invest in something much bigger than me and my business. Please help me build a truly special place to enjoy with our friends and to promote this wonderful sport.

Please consider your personal motivations and resources and let me know what level of support interests you by returning the enclosed letter of intent to participate.

With many kind regards,

Rex Mayes

